

EXHIBIT A

di Iorio OCP Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,²

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

DECLARATION OF DISINTERESTEDNESS

I, Arabella di Iorio, declare that the following is true to the best of my knowledge, information and belief:

1. I am a partner at Agon Litigation, located at Ritter House, 2/F, Road Town, Tortola, VG 1110, British Virgin Islands (the "Firm"), which has been employed by the debtors and debtors in possession (the "Debtors") in the above-captioned case (the "Chapter 11 Cases") in the ordinary course of the Debtors' business. The Debtors wish to retain the Firm to continue providing ordinary course services during the Chapter 11 Cases, and the Firm has consented to provide such services. This Declaration is submitted in compliance with the Order Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business [ECF No. 102] (the "Ordinary Course Professionals Order").

2. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to the Chapter 11 Cases for persons that are parties in interest in the Chapter 11 Cases. The Firm does not perform services

² The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

for any such person in connection with the Chapter 11 Cases, or have any relationship with any such person, their attorneys or their accountants that would be adverse to the Debtors or their estates.

3. The Debtors have requested that the Firm provide legal services pertaining to the representation of the Debtors in connection with BVI legal issues.

4. The Firm has provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. The Firm does keep, in the ordinary course of business, time records in one-tenth-of-an-hour increments.

6. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties in interest in the Chapter 11 Cases.

7. Currently, the Firm is advising two clients ("Existing Clients") with exposures to Three Arrows Capital ("3AC"). The Firm has disclosed such representation to the Debtors and to the Existing Clients and both have waived any conflicts which arise or may arise as a result of this engagement.³

8. Neither I nor any principal, partner, director, or officer of or professional employed by the Firm, has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

9. Neither I nor any principal, partner, director, or officer of or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest

³ The identities of the Existing Clients is privileged information under BVI law.

adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

10. The Firm incurred the sum of \$11,500 in respect of prepetition services. That amount was settled from a retainer sent to the Firm on 11 January 2023 and there are no amounts outstanding.

11. As of the Petition Date, the Firm was party to an agreement for indemnification with the Debtors. A copy of such agreement is attached as **Exhibit 1** to this Declaration.

[Signature page follows]

I declare under penalty of perjury under the laws of the United States of America
that the foregoing is true and correct.

Dated: 7 June, 2023



Arabella di Iorio
Partner
Agon Litigation
Ritter House, 2/F, Road Town
Tortola, VG 1110, British Virgin Islands
Telephone:
Facsimile:
Email: Arabella.diiorio@agonbvi.com

EXHIBIT 1

Engagement Letter



Email: arabella.diiorio@agonbvi.com
Direct: +1 (284) 345 3003
Main: +1 (284) 494 1592

By Email Only

12 December 2022

Genesis Global Holdco LLC
250 Park Ave South
5th Floor
New York 10003
New York
USA

Dear Sirs

BVI Litigation: claim by liquidators of Three Arrows Capital (3AC)

Thank you for your kind instructions in the above matter, which we have received via Messrs Cleary Gottlieb Steen & Hamilton LLP (Cleary) in New York. We understand that we will be working closely with Cleary and that they have your authority to give instructions to us. We will rely on those instructions and on information provided to us, both by you and by Cleary. We will be representing Genesis Global Capital LLC and Genesis Asia Pte Ltd in proceedings brought by the liquidators of Three Arrows Capital Limited.

As you are aware, we are currently advising two clients (Existing Clients) with exposures to 3AC and your interests (in defending the Liquidators' attempts to secure a return of funds to 3AC) are potentially adverse to theirs as creditors of 3AC (with an interest in the liquidation estate being as significant as possible). We have explained to our Existing Clients that you wish to retain us and they are content for us to go on record for you, and have waived any conflicts which arise or may arise as a result of this engagement. In turn, by signing this letter, you acknowledge the existence of this potential conflict of interest, and hereby waive any claim based on that conflict and/or any right to request us not to act, or to cease acting, in the light of these circumstances. Should we believe a conflict of interest arises such that it is inappropriate for this retainer to continue, you acknowledge that we may need to cease acting for you and/or our Existing Clients and we reserve our rights to elect whom to cease acting for.

We attach our current Terms and Conditions which, together with this letter, set out the basis on which we should be pleased to act. In the event of an inconsistency between the two, this letter takes precedence.

Your principal point of contact will be Arabella di Iorio, a partner of this firm. We are proud to provide our clients with the highest quality of legal advice in an efficient and cost-effective manner. If you have any concerns about the service you are receiving, please contact Arabella in the first instance.

We charge for our service on a time spent basis. Our current hourly rates are as follows:

Arabella di Iorio (Partner): USD 800

Paul Griffiths (Partner): USD 750

Senior Associate: USD 600

Junior Associate: USD 375

Paralegal Support: USD 200

These rates are subject to review at the beginning of each calendar year, and we will notify you of any changes.

We should be grateful if you would send us the sum of \$25,000 to be held on account in this matter.

Our invoices are payable within 30 days of receipt, and we will render them on a monthly basis unless we agree otherwise, or the sums involved are *de minimis*. Whilst our invoices are raised in USD, they may be paid in EUR, GBP or CHF, however any exchange rate losses or related fees or expenses will be for your account.

Our wire transfer instructions are:

Beneficiary Bank: First Caribbean International Bank (Cayman) British Virgin Islands

SWIFT Code: FCIBVGVG

IBAN: VG63FCIB0000002345153807

Beneficiary Account: Agon Litigation

Account Number: 2345153807

Whilst costs incurred in litigation in the British Virgin Islands are entirely at the discretion of the Court, the British Virgin Islands legal system generally awards costs to the winning party (though regard will be had to a party's conduct even in the application of that general rule). Any actual recoveries will of course be contingent on the opposing parties' solvency and/or your ability to enforce costs orders against them. Fees of foreign lawyers (which will include Cleary) are not recoverable from the opposing party. Similarly, where costs orders are made against you, the general rule is that they are payable within 14 days unless a different time frame is specified.

Parties to litigation in the BVI have an obligation to disclose documents (whether in paper or electronic format) relevant to matters in issue in the proceedings. All such documents should therefore be retained and preserved.

Our agreement and any non-contractual obligations arising in connection with it are governed by the laws of the British Virgin Islands whose courts shall have exclusive jurisdiction over any dispute arising out of or in connection with the terms of this letter.

AGON LITIGATION
RITTER HOUSE, 2/F. ROAD TOWN
TORTOLA, VG1110, BRITISH VIRGIN ISLANDS

Once you have reviewed and considered this letter and our Terms and Conditions, we should be grateful if you would sign and return this letter to confirm that you agree the terms hereof.

Yours faithfully



Arabella di Iorio
Agon Litigation

Agreed by and on behalf of Genesis Global Holdco LLC



Name: Arianna Pretto-Sakmann, Chief Legal Officer
Date: January 4, 2023

AGON LITIGATION
RITTER HOUSE, 2/F, ROAD TOWN
TORTOLA, VG1110, BRITISH VIRGIN ISLANDS